

#5689

**AMENDED AND RESTATED BYLAWS
OF
PUBLIC STRATEGIES, INC.**

January 30, 1998

CRM/ISS
REGISTRATION UNIT
2005 JUN 22 PM 6:10

4.08	Minutes	8
4.09	Compensation	8
4.10	Responsibility	8
 ARTICLE FIVE: GENERAL PROVISIONS RELATING TO MEETINGS		
5.01	Notice	8
5.02	Waiver of Notice	8
5.03	Telephone and Similar Meetings	8
5.04	Action Without Meeting	9
 ARTICLE SIX: OFFICERS AND OTHER AGENTS		
6.01	Number; Titles; Election; Term; Qualification	9
6.02	Removal	9
6.03	Vacancies	9
6.04	Authority	9
6.05	Compensation	10
6.06	Chairman of the Board	10
6.07	President	10
6.08	Vice Presidents	10
6.09	Treasurer	10
6.10	Assistant Treasurers	10
6.11	Secretary	11
6.12	Assistant Secretaries	11
 ARTICLE SEVEN: CERTIFICATES AND SHAREHOLDERS		
7.01	Certificated and Uncertificated Shares	11
7.02	Certificates for Certificated Shares	11
7.03	Issuance	12
7.04	Consideration for Shares	12
7.05	Lost, Stolen, or Destroyed Certificates	12
7.06	Transfer of Shares	13
7.07	Registered Shareholders	13
7.08	Legends	13
7.09	Regulations	13
 ARTICLE EIGHT: MISCELLANEOUS PROVISIONS		
8.01	Dividends	14
8.02	Reserves	14
8.03	Books and Records	14
8.04	Fiscal Year	14
8.05	Seal	14
8.06	Attestation by the Secretary	14
8.07	Resignation	14
8.08	Securities of Other Corporations	15
8.09	Amendment of Bylaws	15

8.10 Invalid Provisions	15
8.11 Headings; Table of Contents	15

AMENDED AND RESTATED BYLAWS

OF

PUBLIC STRATEGIES, INC.

A Texas Corporation

PREAMBLE

These amended and restated bylaws ("bylaws") are subject to, and governed by, the Texas Business Corporation Act and the articles of incorporation of Public Strategies, Inc. (the "Corporation"). In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Texas Business Corporation Act or the provisions of the articles of incorporation of the Corporation, such provisions of the Texas Business Corporation Act or the articles of incorporation of the Corporation, as the case may be, will be controlling.

ARTICLE ONE: OFFICES

1.01 Registered Office and Agent. The registered office and registered agent of the Corporation shall be as designated from time to time by the appropriate filing by the Corporation in the office of the Secretary of State of Texas.

1.02 Other Offices. The Corporation may also have offices at such other places, both within and without the State of Texas, as the board of directors may from time to time determine or the business of the Corporation may require.

ARTICLE TWO: SHAREHOLDERS

2.01 Annual Meetings. An annual meeting of shareholders of the Corporation shall be held during each calendar year on such date and at such time as shall be designated from time to time by the board of directors and stated in the notice of the meeting, if not a legal holiday in the place where the meeting is to be held, and, if a legal holiday in such place, then on the next business day following, at the time specified in the notice of the meeting. At such meeting, the shareholders shall elect directors and transact such other business as may properly be brought before the meeting.

2.02 Special Meetings. A special meeting of the shareholders may be called at any time by the president, the board of directors, or the holders of not less than ten percent of all shares entitled to vote at such meeting. Only business within the purpose or purposes described in the notice of special meeting may be conducted at such special meeting.

2.03 Place of Meetings. The annual meeting of shareholders may be held at any place within or without the State of Texas designated by the board of directors. Special meetings of shareholders may be held at any place within or without the State of Texas designated by the person or persons calling such special meeting as provided in Section 2.02 above. Meetings of shareholders shall be held at the principal office of the Corporation unless another place is designated for meetings in the manner provided herein.

2.04 Notice. Except as otherwise provided by law, written or printed notice stating the place, day, and hour of each meeting of the shareholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting by or at the direction of the president, the secretary, or the person calling the meeting, to each shareholder of record entitled to vote at such meeting.

2.05 Voting List. At least ten days before each meeting of shareholders, the secretary shall prepare a complete list of shareholders entitled to vote at such meeting, arranged in alphabetical order, including the address of each shareholder and the number of voting shares held by each shareholder. For a period of ten days prior to such meeting, such list shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder during usual business hours. Such list shall be produced at such meeting, and at all times during such meeting shall be subject to inspection by any shareholder. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list.

2.06 Voting of Shares. Treasury shares, shares of the Corporation's own stock owned by another corporation the majority of the voting stock of which is owned or controlled by the Corporation, and shares of the Corporation's own stock held by the Corporation in a fiduciary capacity shall not be shares entitled to vote or to be counted in determining the total number of outstanding shares. Shares standing in the name of another domestic or foreign corporation of any type or kind may be voted by such officer, agent, or proxy as the bylaws of such corporation may authorize or, in the absence of such authorization, as the board of directors of such corporation may determine. Shares held by an administrator, executor, guardian, or conservator may be voted by him, either in person or by proxy, without transfer of such shares into his name so long as such shares form a part of the estate served by him and are in the possession of such estate. Shares held by a trustee may be voted by him, either in person or by proxy, only after the shares have been transferred into his name as trustee. Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without transfer of such shares into his name if authority to do so is contained in the court order by which such receiver was appointed. A shareholder whose shares are pledged shall be entitled to vote such shares until they have been transferred into the name of the pledgee, and thereafter, the pledgee shall be entitled to vote such shares.

2.07 Quorum. The holders of a majority of the outstanding shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at any meeting of shareholders, except as otherwise provided by law, the articles of incorporation, or these bylaws. If a quorum shall not be present or represented at any meeting of shareholders, a majority of the shareholders entitled to vote at the meeting, who are present in person or represented by proxy,

may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At any reconvening of an adjourned meeting at which a quorum shall be present or represented by proxy, any business may be transacted which could have been transacted at the original meeting; if a quorum had been present or represented.

2.08 Majority Vote; Withdrawal of Quorum. If a quorum is present in person or represented by proxy at any meeting, the vote of the holders of a majority of the outstanding shares entitled to vote, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one on which, by express provision of law, the articles of incorporation, or these bylaws, a different vote is required, in which event such express provision shall govern and control the decision of such question. The shareholders present at a duly convened meeting may continue to transact business until adjournment, notwithstanding any withdrawal of shareholders which may leave less than a quorum remaining.

2.09 Method of Voting; Proxies. Every shareholder of record shall be entitled at every meeting of shareholders to one vote on each matter submitted to a vote, for every share standing in his name on the original stock transfer books of the Corporation except to the extent that the voting rights of the shares of any class or classes are limited or denied by the articles of incorporation. Such stock transfer books shall be prima facie evidence as to the identity of shareholders entitled to vote. At any meeting of shareholders, every shareholder having the right to vote may vote either in person or by a proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Each such proxy shall be filed with the secretary of the Corporation before, or at the time of, the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. If no date is stated on a proxy, such proxy shall be presumed to have been executed on the date of the meeting at which it is to be voted. Each proxy shall be revocable unless the proxy form conspicuously states that the proxy is irrevocable and the proxy is coupled with an interest.

2.10 Closing of Transfer Books; Record Date. For the purpose of determining shareholders entitled to notice of, or to vote at, any meeting of shareholders or any reconvening thereof, or entitled to receive a distribution (other than a distribution involving a purchase or redemption by the Corporation of any of its own shares) or a share dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors may provide that the stock transfer books of the Corporation shall be closed for a stated period but not to exceed in any event sixty days. If the stock transfer books are closed for the purpose of determining shareholders entitled to notice of, or to vote at, a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and if no record date is fixed for the determination of shareholders entitled to notice of, or to vote at, a meeting of shareholders or entitled to receive a distribution (other than a distribution involving a purchase or redemption by the Corporation of any of its own shares) or

a share dividend, the date on which the notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such distribution or share dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

2.11 Officers Duties at Meetings. The president shall preside at, and the secretary shall prepare minutes of, each meeting of shareholders, and in the absence of either such officer, his duties shall be performed by some person or persons elected by the vote of the holders of a majority of the outstanding shares entitled to vote, present in person or represented by proxy.

ARTICLE THREE: DIRECTORS

3.01 Management. The business and property of the Corporation shall be managed by the board of directors, and subject to the restrictions imposed by law, the articles of incorporation, or these bylaws, the board of directors may exercise all the powers of the Corporation.

3.02 Number; Election; Term; Qualification. The number of directors which shall constitute the board of directors shall be not less than one. The first board of directors shall consist of the number of directors named in the articles of incorporation. Thereafter, the number of directors which shall constitute the entire board of directors shall be determined by resolution of the board of directors at any meeting thereof or by the shareholders at any meeting thereof, but shall never be less than one. At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting of shareholders and until their successors are elected and qualified. No director need be a shareholder, a resident of the State of Texas, or a citizen of the United States.

3.03 Changes in Number. No decrease in the number of directors constituting the entire board of directors shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors may be filled by (i) the shareholders at any annual or special meeting of shareholders called for that purpose or (ii) the board of directors for a term of office continuing only until the next election of one or more directors by the shareholders; provided that the board of directors may not fill more than two such directorships during the period between any two successive annual meetings of shareholders. Notwithstanding the foregoing, whenever the holders of any class or series of shares are entitled to elect one or more directors by the provisions of the articles of incorporation, any newly created directorship(s) of such class or series to be filled by reason of an increase in the number of such directors may be filled by the affirmative vote of a majority of the directors elected by such class or series then in office or by a sole remaining director so elected or by the vote of the holders of the outstanding shares of such class or series, and such directorship(s) shall not in any case be filled by the vote of the remaining directors or by the holders of the outstanding shares of the Corporation as a whole unless otherwise provided in the articles of incorporation.

3.04 Removal. At any meeting of shareholders called expressly for that purpose, any director or the entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote on the election of directors.

3.05 Vacancies. Any vacancy occurring in the board of directors may be filled by (i) the shareholders at any annual or special meeting of shareholders called for that purpose or (ii) the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected to serve for the unexpired term of his predecessor in office. Notwithstanding the foregoing, whenever the holders of any class or series of shares are entitled to elect one or more directors by the provisions of the articles of incorporation, any vacancies in such directorship(s) may be filled by the affirmative vote of a majority of the directors elected by such class or series then in office or by a sole remaining director so elected or by the vote of the holders of the outstanding shares of such class or series, and such directorship(s) shall not in any case be filled by the vote of the remaining directors or the holders of the outstanding shares of the Corporation as a whole unless otherwise provided in the articles of incorporation.

3.06 Place of Meetings. The board of directors may hold its meetings and may have an office and keep the books of the Corporation, except as otherwise provided by law, in such place or places within or without the State of Texas as the board of directors may from time to time determine.

3.07 First Meeting. Each newly elected board of directors may hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, immediately after and at the same place as the annual meeting of shareholders, and notice of such meeting shall not be necessary.

3.08 Regular Meetings. Regular meetings of the board of directors may be held without notice at such times and places as may be designated from time to time by resolution of the board of directors and communicated to all directors.

3.09 Special Meetings; Notice. Special meetings of the board of directors shall be held whenever called by the president or by any director. The person calling any special meeting shall cause notice of such special meeting, including therein the time and place of such special meeting, to be given to each director at least two days before such special meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the board of directors need be specified in the notice or waiver of notice of any special meeting.

3.10 Quorum; Majority Vote. At all meetings of the board of directors, a majority of the directors, fixed in the manner provided in these bylaws, shall constitute a quorum for the transaction of business. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall be the act of the board of directors, unless the act of a greater number is required by law, the articles of incorporation, or these bylaws.

3.11 Procedure; Minutes. At meetings of the board of directors, business shall be transacted in such order as the board of directors may determine from time to time. The board of directors shall appoint at each meeting a person to preside at the meeting and a person to act as secretary of the meeting. The secretary of the meeting shall prepare minutes of the meeting which shall be delivered to the secretary of the Corporation for placement in the minute books of the Corporation.

3.12 Presumption of Assent. A director of the Corporation who is present at any meeting of the board of directors at which action on any matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward any dissent by certified or registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.13 Compensation. Directors, in their capacity as directors, may receive, by resolution of the board of directors, a fixed sum and expenses of attendance, if any, for attending meetings of the board of directors or a stated salary. No director shall be precluded from serving the Corporation in any other capacity or receiving compensation therefor.

ARTICLE FOUR: COMMITTEES

4.01 Designation. The board of directors may, by resolution adopted by a majority of the entire board of directors, designate executive and other committees.

4.02 Number; Qualification; Term. Each committee shall consist of one or more directors appointed by resolution adopted by a majority of the entire board of directors. The number of committee members may be increased or decreased from time to time by resolution adopted by a majority of the entire board of directors. Each committee member shall serve as such until the earliest of (i) the expiration of his term as director, (ii) his resignation as a committee member or as a director, or (iii) his removal, as a committee member or as a director.

4.03 Authority. Each committee, to the extent expressly provided in the resolution establishing such committee, shall have and may exercise all of the authority of the board of directors in the management of the business and property of the Corporation, including, without limitation, the power and authority to declare a dividend and to authorize the issuance of shares of the Corporation. Notwithstanding the foregoing, however, no committee shall have the authority of the board of directors in reference to:

- (a) amending the articles of incorporation;
- (b) approving a plan of merger or consolidation;

- (c) recommending to the shareholders the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business;
- (d) recommending to the shareholders a voluntary dissolution of the Corporation or a revocation thereof;
- (e) amending, altering, or repealing these bylaws or adopting new bylaws;
- (f) filling vacancies in the board of directors or of any committee;
- (g) filling any directorship to be filled by reason of an increase in the number of directors;
- (h) electing or removing officers or committee members;
- (i) fixing the compensation of any committee member; or
- (j) altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amendable or repealable.

4.04 Committee Changes; Removal. The board of directors shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee. However, a committee member may be removed by the board of directors, only if, in the judgment of the board of directors, the best interests of the Corporation will be served thereby.

4.05 Regular Meetings. Regular meetings of any committee may be held without notice at such time and place as may be designated from time to time by the committee and communicated to all members thereof.

4.06 Special Meetings. Special meetings of any committee may be held whenever called by any committee member. The committee member calling any special meeting shall cause notice of such special meeting, including therein the time and place of such special meeting, to be given to each committee member at least two days before such special meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of any committee need be specified in the notice or waiver of notice of any special meeting.

4.07 Quorum; Majority Vote. At meetings of any committee, a majority of the number of members designated by the board of directors shall constitute a quorum for the transaction of business. If a quorum is not present at a meeting of any committee, a majority of the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. The act of a majority of the members present at any meeting at which a quorum is in attendance shall be the act of a committee, unless the act of a greater number is required by law, the articles of incorporation, or these bylaws.

4.08 Minutes. Each committee shall cause minutes of its proceedings to be prepared and shall report the same to the board of directors upon the request of the board of directors. The minutes of the proceedings of each committee shall be delivered to the secretary of the Corporation for placement in the minute books of the Corporation.

4.09 Compensation. Committee members may, by resolution of the board of directors, be allowed a fixed sum and expenses of attendance, if any, for attending any committee meetings or a stated salary.

4.10 Responsibility. The designation of any committee and the delegation of authority to it shall not operate to relieve the board of directors or any director of any responsibility imposed upon it or such director by law.

ARTICLE FIVE: GENERAL PROVISIONS RELATING TO MEETINGS

5.01 Notice. Whenever by law, the articles of incorporation, or these bylaws, notice is required to be given to any committee member, director, or shareholder and no provision is made as to how such notice shall be given, it shall be construed to mean that any such notice may be given (a) in person, (b) in writing, by mail, postage prepaid, addressed to such committee member, director, or shareholder at his address as it appears on the books of the Corporation or, in the case of a shareholder, the stock transfer records of the Corporation, or (c) by any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed to be delivered and given at the time when the same is deposited in the United States mail, postage prepaid, and addressed as aforesaid. Any notice required or permitted to be given by telegram, telex, cable, telecopier, or similar means shall be deemed to be delivered and given at the time transmitted with all charges prepaid and addressed as aforesaid.

5.02 Waiver of Notice. Whenever by law, the articles of incorporation, or these bylaws, any notice is required to be given to any committee member, shareholder, or director of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time notice should have been given, shall be equivalent to the giving of such notice. Attendance of a committee member, shareholder, or director at a meeting shall constitute a waiver of notice of such meeting, except where such person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.03 Telephone and Similar Meetings. Shareholders, directors, or committee members may participate in and hold a meeting by means of a conference telephone or similar communications equipment by means of which persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.04 Action Without Meeting. Any action which may be taken, or is required by law, the articles of incorporation, or these bylaws to be taken, at a meeting of shareholders, the directors, or any committee members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders, directors, or committee members, as the case may be, entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect, as of the date stated therein, as a unanimous vote of such shareholders, directors, or committee members, as the case may be, and may be stated as such in any document filed with the Secretary of State of Texas or in any certificate or other document delivered to any person. The consent may be in one or more counterparts so long as each shareholder, director, or committee member signs one of the counterparts. The signed consent shall be placed in the minute books of the Corporation.

ARTICLE SIX: OFFICERS AND OTHER AGENTS

6.01 Number; Titles; Election; Term; Qualification. The officers of the Corporation shall be a president and secretary, and if the board of directors determines appropriate, one or more vice presidents (and, in the case of each vice president, with such descriptive title, if any, as the board of directors shall determine), and a treasurer. The Corporation may also have a chairman of the board, one or more assistant treasurers, one or more assistant secretaries, and such other officers and such agents as the board of directors may from time to time elect or appoint. The board of directors shall elect a president and secretary and such other officers as it deems appropriate at its first meeting at which a quorum shall be present after the annual meeting of shareholders or whenever a vacancy exists. The board of directors then, or from time to time, may also elect or appoint one or more other officers or agents as it shall deem advisable. Each officer and agent shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified. Any person may hold any number of offices. No officer or agent need be a shareholder, a director, a resident of the State of Texas, or a citizen of the United States.

6.02 Removal. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

6.03 Vacancies. Any vacancy occurring in any office of the Corporation may be filled by the board of directors.

6.04 Authority. Officers shall have such authority and perform such duties in the management of the Corporation as are provided in these bylaws or as may be determined by resolution of the board of directors not inconsistent with these bylaws.

6.05 Compensation. The compensation, if any, of officers and agents shall be fixed from time to time by the board of directors; provided, that the board of directors may by resolution delegate to any one or more officers of the Corporation the authority to fix such compensation.

6.06 Chairman of the Board. The chairman of the board shall have such powers and duties as may be prescribed by the board of directors.

6.07 President. Unless and to the extent that such powers and duties are expressly delegated to a chairman of the board by the board of directors, the president shall be the chief executive officer of the Corporation and, subject to the supervision of the board of directors, shall have general management and control of the business and property of the Corporation in the ordinary course of its business with all such powers with respect to such general management and control as may be reasonably incident to such responsibilities, including, but not limited to, the power to employ, discharge, or suspend employees and agents of the Corporation, to fix the compensation of employees and agents, and to suspend, with or without cause, any officer of the Corporation pending final action by the board of directors with respect to continued suspension, removal, or reinstatement of such officer. The president may, without limitation, agree upon and execute all division and transfer orders, bonds, contracts, and other obligations in the name of the Corporation.

6.08 Vice Presidents. Each vice president shall have such powers and duties as may be prescribed by the board of directors or as may be delegated from time to time by the president and (in the order as designated by the board of directors, or in the absence of such designation, as determined by the length of time each has held the office of vice president continuously) shall exercise the powers of the president during that officer's absence or inability to act. As between the Corporation and third parties, any action taken by a vice president in the performance of the duties of the president shall be conclusive evidence of the absence or inability to act of the president at the time such action was taken.

6.09 Treasurer. The treasurer shall have custody of the Corporation's funds and securities, shall keep full and accurate accounts of receipts and disbursements, and shall deposit all moneys and valuable effects in the name and to the credit of the Corporation in such depository or depositories as may be designated by the board of directors. The treasurer shall audit all payrolls and vouchers of the Corporation, receive, audit, and consolidate all operating and financial statements of the Corporation and its various departments, shall supervise the accounting and auditing practices of the Corporation, and shall have charge of matters relating to taxation. Additionally, the treasurer shall have the power to endorse for deposit, collection, or otherwise all checks, drafts, notes, bills of exchange, and other commercial paper payable to the Corporation and to give proper receipts and discharges for all payments to the Corporation. The treasurer shall perform such other duties as may be prescribed by the board of directors or as may be delegated from time to time by the president.

6.10 Assistant Treasurers. Each assistant treasurer shall have such powers and duties as may be prescribed by the board of directors or as may be delegated from time to time by the president. The assistant treasurers (in the order as designated by the board of directors or, in the

absence of such designation, as determined by the length of time each has held the office of assistant treasurer continuously) shall exercise the powers of the treasurer during that officer's absence or inability to act. As between the Corporation and third parties, any action taken by an assistant treasurer in the performance of the duties of the treasurer shall be conclusive evidence of the absence or inability to act of the treasurer at the time such action was taken.

6.11 Secretary. The secretary shall maintain minutes of all meetings of the board of directors, of any committee, and of the shareholders or consents in lieu of such minutes in the Corporation's minute books, and shall cause notice of such meetings to be given when requested by any person authorized to call such meetings. The secretary may sign with the president, in the name of the Corporation, all contracts of the Corporation and affix the seal of the Corporation thereto. The secretary shall have charge of the certificate books, stock transfer books, stock ledgers, and such other stock books and papers as the board of directors may direct, all of which shall at all reasonable times be open to inspection by any director at the office of the Corporation during business hours. The secretary shall perform such other duties as may be prescribed by the board of directors or as may be delegated from time to time by the president.

6.12 Assistant Secretaries. Each assistant secretary shall have such powers and duties as may be prescribed by the board of directors or as may be delegated from time to time by the president. The assistant secretaries (in the order designated by the board of directors or, in the absence of such designation, as determined by the length of time each has held the office of assistant secretary continuously) shall exercise the powers of the secretary during that officer's absence or inability to act. As between the Corporation and third parties, any action taken by an assistant secretary in the performance of the duties of the secretary shall be conclusive evidence of the absence or inability to act of the secretary at the time such action was taken.

ARTICLE SEVEN: CERTIFICATES AND SHAREHOLDERS

7.01 Certificated and Uncertificated Shares. The shares of the Corporation may be either certificated shares or uncertificated shares. As used herein, the term "certificated shares" means shares represented by instruments in bearer or registered form, and the term "uncertificated shares" means shares not represented by instruments and the transfers of which are registered upon books maintained for that purpose by or on behalf of the Corporation.

7.02 Certificates for Certificated Shares. The certificates representing certificated shares of stock of the Corporation shall be in such form as shall be approved by the board of directors in conformity with law. The certificates shall be consecutively numbered, shall be entered as they are issued in the books of the Corporation or in the records of the Corporation's designated transfer agent, if any, and shall state upon the face thereof: (a) that the Corporation is organized under the laws of the State of Texas; (b) the name of the person to whom issued; (c) the number and class of shares and the designation of the series, if any, which such certificate represents; (d) the par value of each share represented by such certificate, or a statement that the shares are without par value; and (e) such other matters as may be required by law. The certificates shall

be signed by the president or any vice president and also by the secretary, an assistant secretary, or any other officer; however, the signatures of any of such officers may be facsimiles. The certificates may be sealed with the seal of the Corporation or a facsimile thereof.

7.03 Issuance. Shares with or without par value may be issued for such consideration and to such persons as the board of directors may from time to time determine, except in the case of shares with par value the consideration must be at least equal to the par value of such shares. Shares may not be issued until the full amount of the consideration has been paid. After the issuance of uncertificated shares, the Corporation or the transfer agent of the Corporation shall send to the registered owner of such uncertificated shares a written notice containing the information required to be stated on certificates representing shares of stock as set forth in Section 7.02 above and such additional information as may be required by Article 2.19 of the Texas Business Corporation Act as currently in effect and as the same may be amended from time to time hereafter.

7.04 Consideration for Shares. The consideration for the issuance of shares shall consist of money paid, labor done (including services actually performed for the Corporation), or property (tangible or intangible) actually received. Neither promissory notes nor the promise of future services shall constitute payment or part payment for the issuance of shares. In the absence of fraud in the transaction, the judgment of the board of directors as to the value of consideration received shall be conclusive. When consideration, fixed as provided by law, has been paid, the shares shall be deemed to have been issued and shall be considered fully paid and nonassessable. The consideration received for shares shall be allocated by the board of directors, in accordance with law, between stated capital and capital surplus accounts.

7.05 Lost, Stolen, or Destroyed Certificates. The Corporation shall issue a new certificate or certificates in place of any certificate representing shares previously issued if the registered owner of the certificate:

- (a) Claim. Makes proof by affidavit, in form and substance satisfactory to the board of directors, that a previously issued certificate representing shares has been lost, destroyed, or stolen;
- (b) Timely Request. Requests the issuance of a new certificate before the Corporation has notice that the certificate has been acquired by a purchaser for value in good faith and without notice of an adverse claim;
- (c) Bond. Delivers to the Corporation a bond in such form, with such surety or sureties, and with such fixed or open penalty, as the board of directors may direct, in its discretion, to indemnify the Corporation (and its transfer agent and registrar, if any) against any claim that may be made on account of the alleged loss, destruction, or theft of the certificate; and
- (d) Other Requirements. Satisfies any other reasonable requirements imposed by the board of directors.

7.06 Transfer of Shares. Shares of stock of the Corporation shall be transferable only on the books of the Corporation by the shareholders thereof in person or by their duly authorized attorneys or legal representatives. With respect to certificated shares, upon surrender to the Corporation or the transfer agent of the Corporation for transfer of a certificate representing shares duly endorsed and accompanied by any reasonable assurances that such endorsements are genuine and effective as the Corporation may require and after compliance with any applicable law relating to the collection of taxes, the Corporation or its transfer agent shall, if it has no notice of an adverse claim or if it has discharged any duty with respect to any adverse claim, issue one or more new certificates to the person entitled thereto, cancel the old certificate, and record the transaction upon its books. With respect to uncertificated shares, upon delivery to the Corporation or the transfer agent of the Corporation of an instruction originated by an appropriate person (as prescribed by §8.107 of the Texas Uniform Commercial Code as currently in effect and as the same may be amended from time to time hereafter) and accompanied by any reasonable assurances that such instruction is genuine and effective as the Corporation may require and after compliance with any applicable law relating to the collection of taxes, the Corporation or its transfer agent shall, if it has no notice of an adverse claim or has discharged any duty with respect to any adverse claim, record the transaction upon its books, and shall send to the new registered owner of such uncertificated shares, and, if the shares have been transferred subject to a registered pledge, to the registered pledgee, a written notice containing the information required to be stated on certificates representing shares of stock set forth in Section 7.02 above and such additional information as may be required by Article 2.19 of the Texas Business Corporation Act as currently in effect and as the same may be amended from time to time hereafter.

7.07 Registered Shareholders. The Corporation shall be entitled to treat the shareholder of record as the shareholder in fact of any shares and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have actual or other notice thereof, except as otherwise provided by law.

7.08 Legends. The board of directors shall cause an appropriate legend to be placed on certificates representing shares of stock as may be deemed necessary or desirable by the board of directors in order for the Corporation to comply with applicable federal or state securities or other laws.

7.09 Regulations. The board of directors shall have the power and authority to make all such rules and regulations as it may deem expedient concerning the issue, transfer, registration, or replacement of certificates representing shares of stock of the Corporation.

ARTICLE EIGHT: MISCELLANEOUS PROVISIONS

8.01 Dividends. Subject to provisions of applicable statutes and the articles of incorporation, dividends may be declared by and at the discretion of the board of directors at any meeting and may be paid in cash, in property, or in shares of stock of the Corporation.

8.02 Reserves. The board of directors may create out of funds of the Corporation legally available therefor such reserve or reserves out of the Corporation's surplus as the board of directors from time to time, in its discretion, considers proper to provide for contingencies, to equalize dividends, to repair or maintain any property of the Corporation, or for such other purpose as the board of directors shall consider beneficial to the Corporation. The board of directors may modify or abolish any such reserve.

8.03 Books and Records. The Corporation shall keep correct and complete books and records of account, shall keep minutes of the proceedings of its shareholders, board of directors, and any committee, and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the shares held by each shareholder.

8.04 Fiscal Year. The fiscal year of the Corporation shall be fixed by the board of directors; provided, that if such fiscal year is not fixed by the board of directors and the board of directors does not defer its determination of the fiscal year, the fiscal year shall be the calendar year.

8.05 Seal. The seal, if any, of the Corporation shall be in such form as may be approved from time to time by the board of directors. If the board of directors approves a seal, the affixation of such seal shall not be required to create a valid and binding obligation against the Corporation.

8.06 Attestation by the Secretary. With respect to any deed, deed of trust, mortgage, or other instrument executed by the Corporation through its duly authorized officer or officers, the attestation to such execution by the secretary of the Corporation shall not be necessary to constitute such deed, deed of trust, mortgage, or other instrument a valid and binding obligation against the Corporation unless the resolutions, if any, of the board of directors authorizing such execution expressly state that such attestation is necessary.

8.07 Resignation. Any director, committee member, officer, or agent may resign by so stating at any meeting of the board of directors or by giving written notice to the board of directors, the president, or the secretary. Such resignation shall take effect at the time specified in the statement at the board of directors' meeting or in the written notice, but in no event may the effective time of such resignation be prior to the time such statement is made or such notice is given. If no effective time is specified in the resignation, the resignation shall be effective immediately. Unless a resignation specifies otherwise, it shall be effective without being accepted.


8.08 Securities of Other Corporations. The president or any vice president of the Corporation shall have the power and authority to transfer, endorse for transfer, vote, consent, or take any other action with respect to any securities of another issuer which may be held or owned by the Corporation and to make, execute, and deliver any waiver, proxy, or consent with respect to any such securities.

8.09 Amendment of Bylaws. The power to amend or repeal these bylaws or to adopt new bylaws is vested in the board of directors, but is subject to the right of the shareholders to amend or repeal these bylaws or to adopt new bylaws.

8.10 Invalid Provisions. If any part of these bylaws is held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

8.11 Headings; Table of Contents. The headings and table of contents used in these bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these bylaws.

The undersigned, the secretary of the Corporation, hereby certifies that the foregoing bylaws were adopted by the board of directors of the Corporation as of January 30, 1998.



Holly Sparkman, Secretary

EXHIBIT A

REVISED AND RESTATED BYLAWS
OF
PUBLIC STRATEGIES, INC.

TABLE OF CONTENTS

	Page
ARTICLE 1. OFFICES	1
ARTICLE 2. SHAREHOLDERS	1
SECTION 1. Annual Meetings	1
SECTION 2. Special Meetings	1
SECTION 3. Place of Meetings	1
SECTION 4. Notice of Meetings	2
SECTION 5. Closing of Transfer Books or Fixing of Record Date	2
SECTION 6. Voting Lists	2
SECTION 7. Quorum	3
SECTION 8. Manner of Acting	3
SECTION 9. Proxies	3
SECTION 10. Voting of Shares	3
SECTION 11. Voting of Shares by Certain Holders	3
SECTION 12. Informal Action by Shareholders	4
SECTION 13. Cumulative Voting Prohibited	4
ARTICLE 3. BOARD OF DIRECTORS	4
SECTION 1. General Powers	4
SECTION 2. Number, Tenure and Qualifications	4
SECTION 3. Chairman of the Board of Directors	5
SECTION 4. Resignation	5
SECTION 5. Regular Meetings	5
SECTION 6. Special Meetings	5
SECTION 7. Notice	5
SECTION 8. Quorum	6
SECTION 9. Action of Board	6
SECTION 10. Action Without a Meeting, Consent in Writing and Conference Telephone Call	6
SECTION 11. Vacancies	6
SECTION 12. Compensation	7
SECTION 13. Presumption of Assent	7
SECTION 14. Removal	7
SECTION 15. Committees	7
SECTION 16. Interested Directors	8
ARTICLE 4. OFFICERS	8
SECTION 1. Officers	8
SECTION 2. Election and Term of Office	9
SECTION 3. Removal	9
SECTION 4. Resignation	9
SECTION 5. Vacancies	9
SECTION 6. Chairman of the Board	9
SECTION 7. President	9
SECTION 8. Managing Directors	10
SECTION 9. Senior Vice-President	10
SECTION 10. Vice-President	10

SECTION 11. Secretary and Assistant Secretaries	10
SECTION 12. Treasurer and Assistant Treasurers	11
SECTION 13. Compensation	11
ARTICLE 5. INDEMNIFICATION OF DIRECTORS AND OFFICERS	12
SECTION 1. Indemnification	12
SECTION 2. Advancement of Expenses	12
SECTION 3. Insurance	12
SECTION 4. Other Indemnification	12
ARTICLE 6. CONTRACTS, LOANS, CHECKS AND DEPOSITS	13
SECTION 1. Contracts	13
SECTION 2. Loans	13
SECTION 3. Checks and Orders for Payment	13
SECTION 4. Deposits	13
ARTICLE 7. CERTIFICATES FOR SHARES AND THEIR TRANSFER	13
SECTION 1. Certificates for Shares	13
SECTION 2. Transfer of Shares	13
ARTICLE 8. BOOKS AND RECORDS	14
ARTICLE 9. FISCAL YEAR	14
ARTICLE 10. DISTRIBUTIONS	14
ARTICLE 11. CORPORATE SEAL	14
ARTICLE 12. WAIVER OF NOTICE	14
ARTICLE 13. AMENDMENTS	15
ARTICLE 14. ADVISORY DIRECTORS	15
SECTION 1. Election of Advisory Directors	15
SECTION 2. Agreement Required	15
SECTION 3. Status of Liability	15
SECTION 4. Board of Directors Meetings	15
ARTICLE 15. REIMBURSEMENT OF EXPENSES AND COMPENSATION	15
ARTICLE 16. GENERAL PROVISIONS	16
SECTION 1. Construction	16
SECTION 2. Headings	16
CERTIFICATE OF SECRETARY	16

REVISED AND RESTATED BYLAWS

OF

PUBLIC STRATEGIES, INC.

ARTICLE 1. OFFICES

The principal office of the corporation in the State of Texas shall be located in the City of Austin, County of Travis. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE 2. SHAREHOLDERS

SECTION 1. Annual Meetings. The annual meeting of the shareholders shall be held in each year, beginning with the year 1997, in the month of February upon the date, hour and place designated by the Board of Directors by notice to the shareholders, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as such special meeting can be conveniently scheduled.

SECTION 2. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chairman of the Board of Directors, the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than 10% of all the outstanding shares of the corporation entitled to vote at the meeting.

SECTION 3. Place of Meetings. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Texas, unless otherwise prescribed by statute, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Texas.

SECTION 4. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall (unless otherwise prescribed by statute) be delivered not more than 60 days and not less than 10 days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

SECTION 5. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive a distribution by the corporation (other than a distribution involving a purchase or redemption by the corporation of any of its own shares) or a share dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, 60 days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least 10 days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholder, such date in any case to be not more than 60 days and, in case of a meeting of shareholders, not less than 10 days before the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholder, or shareholders entitled to receive payment of a distribution (other than a distribution involving a purchase or redemption by the corporation of any of its own shares) or a share dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such distribution or share dividend is adopted, as the case may be, shall be the record date for such determination of shareholder. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this Section, such determination shall apply to any adjournment thereof.

SECTION 6. Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation shall make at least 10 days before each meeting of shareholders a complete list of the shareholders entitled to vote at each meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each,

which list, for a period of 10 days before such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of the shareholders.

SECTION 7. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholder present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

SECTION 8. Manner of Acting. The vote of the holders of a majority of the shares entitled to vote and thus represented at such meeting at which a quorum is present shall be the act of the shareholder's meeting unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

SECTION 9. Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after 11 months from the date of its execution, unless provided in the proxy. Each proxy shall be revocable unless the proxy form conspicuously states that the proxy is irrevocable and the proxy is coupled with an interest.

SECTION 10. Voting of Shares. Subject to the provisions of Section 13 of this Article 2, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of the shareholders.

SECTION 11. Voting of Shares by Certain Holders. Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy,

without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into the name of the trust.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to the corporation shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

SECTION 12. Informal Action by Shareholders. Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. Meetings of shareholders by use of conference telephone or similar communications equipment may also be held as more specifically described in Section 10 of Article 3 of these Bylaws.

SECTION 13. Cumulative Voting Prohibited. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. Cumulative voting is expressly prohibited.

ARTICLE 3. BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of this state or shareholders of the corporation.

SECTION 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be one or more, as determined from time to time at any meeting of the Board of Directors where all of the directors are present or where notice of a proposed change in the number of directors has been given in writing in

advance, but no change in the number of directors may reduce the term of the then incumbent directors. Each director shall hold office until the next annual meeting of the shareholders and until his successors shall have been elected and qualified.

SECTION 3. Chairman of the Board of Directors. The Shareholders may elect a Chairman of the Board of Directors from among the directors at any annual meeting or special meeting of the Shareholders. The Chairman, if elected, will serve until a successor Chairman is duly elected and will preside at all meetings of the Board and will perform such other duties as may be prescribed from time to time by the shareholders, the Board of Directors or these Bylaws. the Chairman shall have, and may exercise, all of the authority and powers of the Board in the business and affairs of the Corporation with respect to any and all duties and responsibilities assigned to the Chairman by the Shareholders or the Board during any annual or special meeting thereof; and, if specified in any such grant of duties and responsibilities the sole and exclusive authority and power (to the exclusion of the Board) in the exercise of all duties and responsibilities assigned. The Chairman shall keep a record of its acts and exercise of its authority and shall report the same, from time to time, to the Board and the inclusion of written reports of its action in the books and records of the Corporation. Any provision to the contrary contained in the Articles of Incorporation, any shareholder agreement or the Bylaws notwithstanding, all actions, resolutions and decisions of the Board must be approved by or have the affirmative vote or consent of the Chairman.

SECTION 4. Resignation. Any director may resign by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Regular Meetings. A regular meeting of the Board of Directors shall be held (without other notice than this Bylaw) immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 7. Notice. Notice of any special meeting shall be given at least 1 day previously thereto by written notice delivered personally or mailed to each director at his business address, or by telegram or telephone. If mailed, such notice

shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction or any business because the meeting is not lawfully called or convened.

SECTION 8. Quorum. A majority of the number of directors then fixed by the shareholders (provided that such majority includes the presence of the Chairman of the Board) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 9. Action of Board. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; provided, however, all acts, resolutions and decisions of the Board of Directors must be approved by or have the affirmative vote or consent of the Chairman of the Board.

SECTION 10. Action Without a Meeting, Consent in Writing and Conference Telephone Call. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors. Subject to the provisions of these Bylaws for notice of meetings, members of the Board of Directors, members of any committee designated by the Board or shareholders may participate in and hold a meeting of such Board, committee or shareholders by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION 11. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the shareholders called for that purpose.

SECTION 12. Compensation. By resolution of the Board of Directors, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 13. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 14. Removal. Any director or the entire Board of Directors may be removed, with or without cause, at any meeting of the shareholders called expressly for that purpose, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors. In the event cumulative voting is permitted by these Bylaws at any time, if less than the entire Board is to be removed, no one of the directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors, or if there be classes of directors, at an election of the class of directors of which he is a part.

SECTION 15. Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more committees, including an executive committee. Each committee shall have and may exercise such authority of the Board of Directors as is set forth in the resolution creating the committee, except that if an executive committee is appointed, it shall have and may exercise all of the authority of the Board of Directors, except as specifically prohibited in the resolution or in this Section of the Bylaws. In no event, however, shall any such committee have the authority of the Board of Directors in reference to amending the Articles of Incorporation, approving a plan of merger or consolidation, recommending to the shareholders the sale, lease or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, recommending to the shareholders a voluntary dissolution of the corporation or a revocation thereof, amending, altering or repealing the Bylaws or adopting new Bylaws, filling vacancies in or removing members of the Board of Directors or any such committee, electing or removing officers, fixing the compensation of any member of such committee or altering or

repealing any resolution of the Board of Directors which by its terms provides that it shall not be so amendable or repealable; and, unless such resolution expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of shares of the corporation. Any resignation of such committee and the delegation to such committee of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

SECTION 16. Interested Directors.

(A) If paragraph (B) of this Section 16 is satisfied, no contract or other transaction between the corporation and any of its directors (or any corporation or firm in which any of them are directly or indirectly interested) shall be invalid solely because of this relationship or because of the presence of such director, at the meeting authorizing such contract or transaction, or his participation in such meeting or authorization.

(B) Paragraph (A) of this Section 16 shall apply only if:

(1) The material facts of the relationship or interest of each such director are known or disclosed:

(a) To the Board of Directors or a committee and the Board or committee nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or

(b) To the shareholders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for quorum and voting purposes; or

(2) The contract or transaction is fair to the corporation as of the time it is authorized or ratified by the Board of Directors, a committee of the Board, or the shareholders.

(C) This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

ARTICLE 4. OFFICERS

SECTION 1. Officers. The corporation shall have a President and a Secretary. The corporation may have one or more Senior Vice-Presidents, Vice-Presidents, a Treasurer and such other officers (including a Chairman of the Board if elected by the shareholders pursuant to Section 3 of Article 3 of these Bylaws, and one or more Managing Directors) and assistant officers and

agents, as the Board of Directors may deem necessary. Any two or more offices may be held by the same person.

SECTION 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held at a special meeting as soon as such meeting can be conveniently scheduled. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. Resignation. Any officer may resign by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6. Chairman of the Board. The Chairman of the Board, if such an officer has been elected by the shareholders, shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as from time to time as provided in Section 3, Article 3 of these Bylaws.

SECTION 7. President. Subject to such supervisory and executive powers, if any, which may be given by the Board of Directors to the Chairman of the Board, if the shareholders have elected a Chairman of the Board, the President shall be the Chief Executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the shareholders and the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these

Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him by the Board of Directors.

SECTION 8. Managing Directors. The Board of Directors may from time to time elect one or more Managing Directors, the compensation, duties and responsibilities of each of which shall be determined by the Chairman of the Board or President, subject to the review of the Board of Directors.

SECTION 9. Senior Vice-President. In the absence of the President or in the event of his death, inability or refusal to act, the Senior Vice-President (or in the event there be more than one Senior Vice-President, the Senior Vice-Presidents in the order designated by the Board, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Senior Vice-Presidents shall perform such other duties as from time to time may be assigned to them by the Board of Directors, Chairman of the Board or by the President.

SECTION 10. Vice-President. The Vice-President (or in the event there may be more than one Vice-President, the Vice-Presidents) shall perform such duties as from time to time may be assigned to them by the Board of Directors, the Chairman of the Board or President.

SECTION 11. Secretary and Assistant Secretaries. The Secretary shall attend all meetings of the Board and all meetings of the shareholders and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. He shall give or cause to be given notice of all meetings of the shareholders and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board. He shall keep in safe custody the seal, if any, of the corporation, and when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of an Assistant Secretary. The Secretary shall perform such other duties as from time to time may be assigned by the Board of Directors, Chairman of the Board or by the President.

The Assistant Secretaries in the order of their seniority as determined by the order of their election shall, in the absence or disability of the Secretary, perform all the duties and exercise the powers of the Secretary, and they shall perform such other duties as from time to time may be assigned to them by the Board of Directors, the Chairman of the Board, or by the President.

In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the Board and shareholders shall be recorded by such person as shall be designated by the Board of Directors, the Chairman of the Board, or by the President.

SECTION 12. Treasurer and Assistant Treasurers. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall keep and maintain the corporation's books of account and shall render to the President and directors an account of all of his transactions as Treasurer and of the financial condition of the corporation and exhibit his books, records and accounts to the President or directors at any time. He shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President for his attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as from time to time may be assigned to him by the Board of Directors, the Chairman of the Board, or by the President.

If required by the Board of Directors, the Treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

The Assistant Treasurers in the order of their seniority as determined by the order of their election shall, in the absence or disability of the Treasurer, perform all the duties and exercise the powers of the Treasurer, and they shall perform such other duties as from time to time may be assigned to them by the Board of Directors, the Chairman of the Board, or by the President.

SECTION 13. Compensation. The salaries of the officers shall be determined from time to time by the Board of Directors, but no formal action of the directors shall be required in determining such salaries. No officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE 5. INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. Indemnification. The corporation shall indemnify any director or officer or former director or officer of the corporation and any person who, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against reasonable expenses incurred by him in connection with any action, suit or proceeding in which he is a named defendant or respondent if he has been wholly successful, on the merits or otherwise, in the defense of such action, suit or proceeding. The corporation may indemnify any director or officer or former director or officer of the corporation, and any person who, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise who was, or is, threatened to be named a defendant or respondent in an action, suit or proceeding against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by him in connection with an action, suit or proceeding to the full extent permitted by Article 2.02-1 of the Texas Business Corporation Act.

SECTION 2. Advancement of Expenses. The corporation may pay in advance any reasonable expenses which may become subject to indemnification subject to the provisions of Article 2.02-1 of the Texas Business Corporation Act.

SECTION 3. Insurance. The corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director or officer or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under these Bylaws or the laws of the State of Texas.

SECTION 4. Other Indemnification. The protection and indemnification provided hereunder shall not be deemed exclusive of any other rights to which such director or officer or former director or officer may be entitled, under any agreement, insurance policy, vote of the shareholders, or otherwise.

ARTICLE 6. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks and Orders for Payment. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE 7. CERTIFICATES FOR SHARES AND THEIR TRANSFER

SECTION 1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Board of Directors so to do, and sealed with the corporate seal if the corporation has a corporate seal. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

SECTION 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to

transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

ARTICLE 8. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors, and shall keep at its principal office, or at the office of its transfer agent or registrar, a record of its shareholders giving the names and addresses of all shareholders and the number and class of the shares held by each.

ARTICLE 9. FISCAL YEAR

The fiscal year of the corporation shall be determined and fixed by the Board of Directors of the corporation.

ARTICLE 10. DISTRIBUTIONS

The Board of Directors may from time to time declare, and the corporation may pay, distributions on its outstanding shares in the manner and upon the terms and conditions provided by law and the corporation's Articles of Incorporation.

ARTICLE 11. CORPORATE SEAL

The Board of Directors shall provide a corporate seal which may be circular in form and shall have inscribed thereon the name of the corporation and such other description as the directors may approve.

ARTICLE 12. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Texas Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 13. AMENDMENTS

These Bylaws may be altered, amended or repealed, and new bylaws may be adopted, at any meeting of the Board of Directors of the corporation by a majority vote by the directors, subject to repeal or change by action of the shareholders.

ARTICLE 14. ADVISORY DIRECTORS

SECTION 1. Election of Advisory Directors. The Board of Directors may at any meeting elect advisory directors. Advisory Directors shall be elected to serve solely as consultants to the Board of Directors and shall have no vote or duties with respect to management of the corporation nor any authority to bind the corporation or act on its behalf.

SECTION 2. Agreement Required. No person shall serve as an advisory director of the corporation without having first entered into an agreement with the corporation, satisfactory in form to the board of directors, requiring that the advisory director (i) maintain all proprietary and/confidential information of the corporation in confidence, (ii) not use any such proprietary and/or confidential information to the detriment of the corporation, and (iii) disclose any direct or indirect interest he may have in any proposed contract or transaction with the corporation, whether individually or as an officer, director or equity owner of any entity.

SECTION 3. Status of Liability. Each advisory director shall be considered an independent contractor of the corporation and shall have no duty or liability to the corporation as a director, officer, employee or agent, whether by statute or at common law, beyond that created by his agreement with the corporation as required by Section 2 above.

SECTION 4. Board of Directors Meetings. Each advisory director shall have the right to attend any meetings of the board of directors.

ARTICLE 15. REIMBURSEMENT OF EXPENSES AND COMPENSATION

In the event the corporation takes an income tax deduction for any particular compensation to, or expense of, any of its officers, directors or employees which is subsequently disallowed by the Internal Revenue Service as a proper deduction by the corporation, the amount of the compensation or expense which is disallowed as a deduction shall be repaid by such officer, director or employee to the corporation immediately after final determination by a Court, or settlement by the corporation with the Internal Revenue Service, of the income tax matter involving such deduction.

ARTICLE 16. GENERAL PROVISIONS

SECTION 1. Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

(A) The remainder of these Bylaws shall be considered valid and operative, and

(B) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

SECTION 2. Headings. The headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of Public Strategies, Inc., does hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors on April 7, 1997.

Holly Sparkman, Secretary

PUBLIC STRATEGIES, INC.

FOURTH AMENDMENT TO BYLAWS

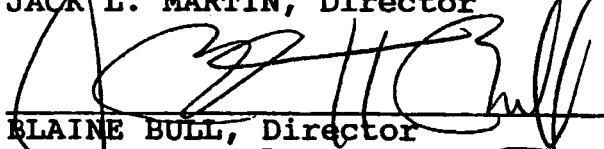
Pursuant to these certain Written Consents of the Directors and Sole Shareholder of Public Strategies, Inc., Section 3.03 Bylaws is deleted and replaced with the following:

"3.03 Chairman of the Board of Directors. The Shareholders may elect a Chairman from among the directors at any annual meeting or special meeting of the Shareholders. the Chairman, if elected, will serve until a successor Chairman is duly elected and will preside at all meetings of the Board and will perform such other duties as may be prescribed from time to time by the shareholders, the Board or these Bylaws. The Chairman shall have, and may exercise, all of the authority and powers of the Board in the business and affairs of the Corporation with respect to any and all duties and responsibilities assigned to the Chairman by the shareholders or the Board during any annual or special meeting thereof; and, if specified in any such grant of duties and responsibilities the sole and exclusive authority and power (to the exclusion of the Board) in the exercise of all duties and responsibilities assigned. The Chairman shall keep a record of its acts and exercise of its authority and shall report the same, from time to time, to the Board and the inclusion of written reports of its action in the books and records of the corporation. Any provision to the contrary contained in the Articles of Incorporation, any shareholder agreement or the Bylaws notwithstanding, all actions, resolutions and decisions of the Board must be approved by or have the affirmative vote or consent of the Chairman."

Executed effective as of the 30th day of June, 1993.



JACK L. MARTIN, Director



ELAINE BULL, Director



MATTHEW DOWD, Director



JAMES TAYLOR, Director

superseded &
restated dat
1/30/98

PUBLIC STRATEGIES, INC.

THIRD AMENDMENT TO BYLAWS

Pursuant to that certain Written Consent of the Sole Shareholder of Public Strategies, Inc., the first sentence of Section 3.01 of the Bylaws is amended to read as follows:

"The authorized number of directors of the Corporation is four (4)."

Executed effective as of the 1st day of February, 1992.



JACK L. MARTIN, Director

0792-43.8

PUBLIC STRATEGIES, INC.

SECOND AMENDMENT TO BYLAWS

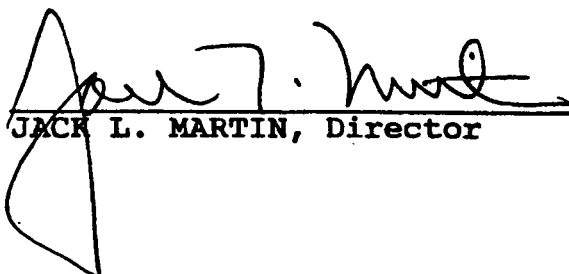
Pursuant to that certain Written Consent of Sole Director of Public Strategies, Inc., a new Section 4.06 is added to the Bylaws to read as follows:

"4.06. Comptroller. (a) The Comptroller shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

(b) The Comptroller shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render the President and the Board of Directors, at its regular meetings, or when the President or board of Directors so requires, an account of all his transactions as Comptroller and of the financial condition of the Corporation.

(c) If required by the Board of Directors, the Comptroller shall give the Corporation a bond of such type, character and amount as the Board of Directors may require."

Executed effective as of the 1st day of March, 1991.



JACK L. MARTIN, Director

Superseded
by restate
dated 1/30

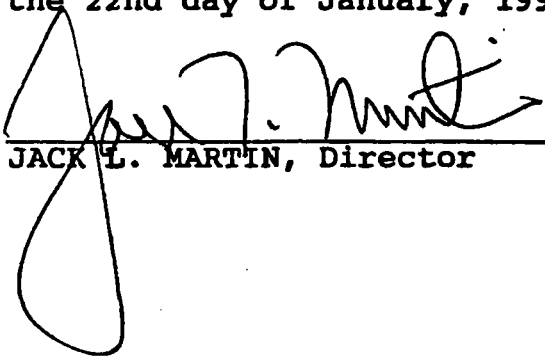
PUBLIC STRATEGIES, INC.

FIRST AMENDMENT TO BYLAWS

Pursuant to that certain Written Consent of Sole Director of Public Strategies, Inc., a new Section 4.05 is added to the Bylaws to read as follows:

"4.05. Managing Director[s]. The board of directors may from time to time elect one or more Managing Directors, the compensation, duties and responsibilities of each of which shall be determined by the President, subject to the review of the board of directors."

Executed effective as of the 22nd day of January, 1991.



JACK L. MARTIN, Director

0792-41.8

**New Section 4A of the Corporation's Amended and Restated Bylaws
dated January 30, 1998**

"ARTICLE 4A: ADVISORY BOARD OF DIRECTORS

4A.01 Designation. The Corporation's board of directors may, by resolution adopted by a majority of the entire board of directors designate an advisory board of directors.

4A.02 Number; Qualification; Term. The advisory board of directors shall consist of one or more members appointed by resolution adopted by a majority of the entire board of directors. The number of advisory directors may be increased or decreased from time to time by resolution adopted by a majority of the entire board of directors. Each advisory director shall serve as such until the earliest of (i) his/her resignation as an advisory director, or (ii) his/her removal as an advisory director, or (iii) his/her disqualification as an advisory director. No advisory director need be a shareholder, a resident of the State of Texas, or a citizen of the United States.

4A.03 Authority. The advisory board of directors shall be authorized solely to advise and counsel the Corporation on its strategic direction and growth strategies, marketing and business initiatives, and corporate and political environments. The advisory board of directors shall have no right, power or authority not expressly adopted by resolution of a majority of the Corporation's entire board of directors. Notwithstanding the foregoing, the advisory board of directors shall have no right, power or authority in reference to:

- (a) exercising management or control over the operations, policies, practices or decisions of the Corporation;
- (b) creating, and shall not represent to any person that it has the power to create any obligation, express or implied, on behalf of the Corporation;
- (c) amending the articles of incorporation;
- (d) approving a plan of merger or consolidation;
- (e) recommending to the shareholders the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of business;

- (f) recommending to the shareholders a voluntary dissolution of the Corporation or a revocation thereof;
- (g) amending, altering or repealing these bylaws or adopting new bylaws;
- (h) filling vacancies in the Corporation's board of directors, committee(s) or advisory board of directors;
- (i) filling any directorship on the Corporation's board of directors to be filled by reason of an increase in the number of directors;
- (j) filling any advisory directorship on the advisory board of directors to be filled by reason of an increase in the number of advisory directors;
- (k) electing or removing officers, directors on the Corporation's board of directors or advisory directors on the advisory board of directors;
- (l) fixing the compensation of any member of the advisory board of directors;
- (m) altering or repealing any resolution of the Corporation's board of directors; or
- (n) exercising a vote at any meeting (or via a written consent in lieu of a meeting) held by the Corporation's board of directors, or attempting to overturn or modify any vote by the Corporation's board of directors.

4A.04 Advisory Board of Directors Changes; Removal. The Corporation's board of directors shall have the power at any time to fill vacancies in, to change the membership of, and to discharge the advisory board of directors.

4A.05 Meetings. Meetings of the advisory board of directors may be held without notice at such times and places as may be designated from time to time by the Corporation's president and communicated to all members thereof.

4A.06 Compensation. Members of the advisory board of directors may, in the discretion of the Corporation's chairman, receive compensation for their services and expenses incurred in attending meetings. The amount of compensation shall be set in the discretion of the Corporation's chairman."

**New Section 6.06 of the Corporation's Amended and Restated Bylaws
dated January 30, 1998**

"Section 6.06 Chairman of the Board. The chairman shall have, and may exercise, all of the authority and powers of the board of directors in the business and affairs of the Corporation with respect to any and all duties and responsibilities assigned to the chairman by the shareholders or the board of directors during any annual or special meeting thereof; and, if specified in any such grant of duties and responsibilities the sole and exclusive authority and power (to the exclusion of the board of directors) in the exercise of all duties and responsibilities assigned. The chairman shall keep a record of its acts and exercise of its authority and shall report the same, from time to time, to the board of directors and the inclusion of written reports of its action in the books and records of the Corporation. Any provision to the contrary contained in the articles of incorporation, any shareholder agreement, or the bylaws notwithstanding, all actions, resolutions and decisions of the board of directors must be approved by or have the affirmative vote or consent of the chairman."



The State of Texas

SECRETARY OF STATE CERTIFICATE OF INCORPORATION

OF

PUBLIC STRATEGIES, INC.

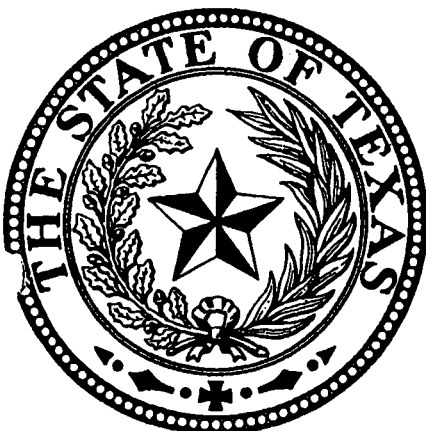
CHARTER NO.# 1111358

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed pursuant to the provisions of the Texas Business Corporation Act, have been received in this Office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation and attaches hereto a copy of the Articles of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this State in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated APRIL 17, 1989.



Lawrence R. Jones
Secretary of State

CR1/ISS
REGISTRATION UNIT
JUN 22 PM 6:10

ERG

ARTICLES OF INCORPORATION
OF
PUBLIC STRATEGIES, INC.

FILED
In the Office of the
Secretary of State of Texas

APR 17 1989

Corporations Section

The undersigned, a natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is Public Strategies, Inc.

ARTICLE TWO

DURATION

The period of its duration is perpetual.

ARTICLE THREE

PURPOSE

The purpose or purposes for which the corporation is organized are to buy, sell, lease, own and operate personal and real property and to transact any or all other lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100,000, with \$1.00 par value.

ARTICLE FIVE

COMMENCEMENT OF BUSINESS

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000), consisting of money, labor done or property actually received.

ARTICLE SIX

PREEMPTIVE RIGHTS AND CUMULATIVE VOTING

No shareholder or other person shall have any preemptive right whatsoever. Cumulative voting shall not be permitted.

ARTICLE SEVEN

AGENT FOR PROCESS

The street address of its initial registered office is 620 Congress Avenue, Suite 310, Austin, Texas 78701 and the name of its initial registered agent at such address is Jack L. Martin.

ARTICLE EIGHT

DIRECTORS

The number of directors constituting the initial board of directors is one (1), and the name and address of the person who is to serve as director until the first meeting of the shareholders or until his successor is elected and has qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Jack L. Martin	620 Congress Avenue Suite 310 Austin, Texas 78701

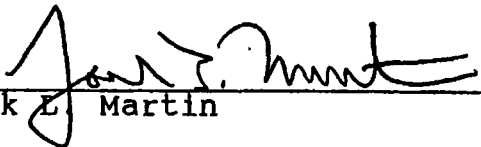
ARTICLE NINE

INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jack L. Martin	620 Congress Avenue Suite 310 Austin, Texas 78701

IN WITNESS WHEREOF, the undersigned has executed these Articles this 14th day of April, 1989.



Jack L. Martin



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

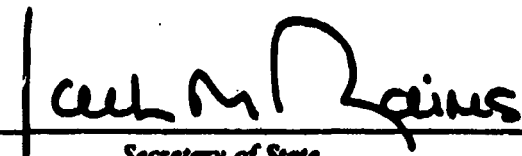
PUBLIC STRATEGIES, INC.

The undersigned, as Secretary of State of the State of Texas, hereby certifies that the attached Articles of Amendment, duly signed, have been received in this Office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in the Secretary by law, issues this Certificate and attaches hereto a copy.

Dated JUNE 15, 1989





Secretary of State

yd.

FILED
In the Office of the
Secretary of State of Texas

JUN 15 1989

Corporations Section

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
PUBLIC STRATEGIES, INC.

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is Public Strategies, Inc.

ARTICLE TWO

The Articles of Incorporation of the Corporation are hereby amended by adding thereto the following Article Ten:

ARTICLE TEN

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any act or omission in his capacity as a director, except to the extent that any statute of the State of Texas may prevent such director from not having such personal liability. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of the repeal or modification.

ARTICLE THREE

The preceding amendment was adopted by the sole shareholder of the Corporation on June 12, 1989.

ARTICLE FOUR

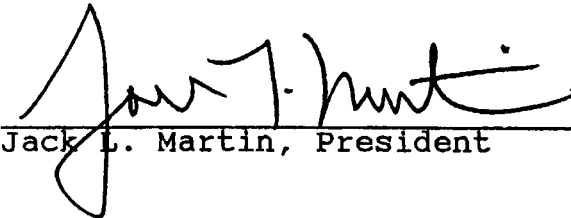
At the time of adoption of the preceding amendment, 1,000 shares of the Corporation were outstanding, all of which were entitled to vote on the amendment and all of which voted for the amendment.

ARTICLE FIVE

Except as provided herein, the Articles of Incorporation of the Corporation filed in the office of the Secretary of State of Texas on April 17, 1989, have not been amended, modified or repealed and remain in full force and effect herein.

Dated this 12th day of June, 1989.

Public Strategies, Inc.

By: 
Jack L. Martin, President

arts/amend; public strategies;
martin, jack; mb



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

PUBLIC STRATEGIES, INC.

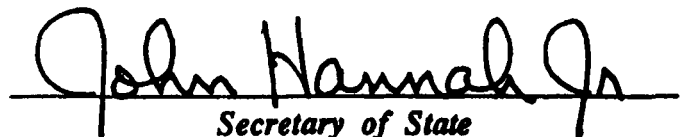
The undersigned, as Secretary of State of the State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated July 30, 1993

Effective July 30, 1993




Secretary of State

LSG

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PUBLIC STRATEGIES, INC.**

FILED
In the Office of the
Secretary of State of Texas
JUL 30 1993
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I.

The name of the corporation is Public Strategies, Inc. Its charter number is 1111358.

ARTICLE II.

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation effective as of June 30, 1993. The amendment adds new Articles Eleven and Twelve to the Articles of Incorporation, and the full texts of the added provisions are as follows:

"ARTICLE ELEVEN

Any action required by law to be taken at any annual or special meeting of shareholders, or any action that may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE TWELVE

This Corporation is a close corporation."

ARTICLE III.

The number of shares of the corporation outstanding at the time of such adoption was one thousand (1,000); and the number of shares entitled to vote thereon was one thousand (1,000).

ARTICLE IV.

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

EXECUTED effective as of the 30th day of June, 1993.

PUBLIC STRATEGIES, INC., a Texas
corporation

By: 

Jack L. Martin, President



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION OF

PUBLIC STRATEGIES, INC.
CHARTER NO. 1111358-0

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Restated Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Restated Articles of Incorporation.

Dated: March 17, 1998

Effective: March 17, 1998



Alberto R. Gonzales
Secretary of State

pac

**RESTATED ARTICLES OF INCORPORATION
OF
PUBLIC STRATEGIES, INC.
(With Amendments)**

FILED
in the Office of the
Secretary of State of Texas

MAR 17 1998

Corporations Section

Pursuant to the provisions of the Texas Business Corporation Act, Public Strategies, Inc., a Texas corporation (the "Corporation"), hereby adopts these Restated Articles of Incorporation (the "Restated Articles"), which accurately reflect the original Articles of Incorporation and all amendments thereto that are in effect to date (collectively, the "Original Articles") and as further amended by such Restated Articles as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE I

The name of the Corporation is Public Strategies, Inc.

ARTICLE II

The Original Articles of the Corporation are amended by these Restated Articles as follows: (a) ARTICLE THREE is amended and restated in its entirety to read as set forth in ARTICLE THREE of the Restated Articles so as to amend the purpose of the Corporation; (b) ARTICLE FOUR is amended and restated in its entirety to read as set forth in ARTICLE FOUR of the Restated Articles so as to increase the number of authorized shares of Common Stock and reduce the par value of such stock; (c) ARTICLE SEVEN is amended and restated in its entirety to read as set forth in ARTICLE SEVEN of the Restated Articles to reflect the new address of the registered office of the Corporation; (d) ARTICLE EIGHT is amended and restated in its entirety to read as set forth in ARTICLE EIGHT of the Restated Articles to reflect the current directors of the Corporation; (e) ARTICLE NINE setting forth incorporator information is deleted and a new ARTICLE NINE is added to address provisions regarding interested directors; (f) ARTICLE TEN is amended and restated in its entirety to read as set forth in ARTICLE TEN of the Restated Articles regarding director liability; (g) ARTICLE TWELVE regarding close corporation status is deleted and a new ARTICLE TWELVE is added to set forth indemnification provisions; and (h) a new ARTICLE THIRTEEN is added to address quorum voting of shareholders.

ARTICLE III

Each such amendment and addition made by these Restated Articles has been effected in conformity with the provisions of the Texas Business Corporation Act, and these Restated Articles and each such amendment made by these Restated Articles were duly adopted and approved by the shareholders of the Corporation as of January 30, 1998.

ARTICLE IV

The number of shares of capital stock of the Corporation outstanding and entitled to vote at the time of such adoption was 1,189 shares of Common Stock.

ARTICLE V

The amendments were adopted by written consent of the shareholders in accordance with Article 9.10 of the Texas Business Corporation Act, and any written notice required by such Article has been given.

ARTICLE VI

The stated capital of the Corporation is reduced due to a reduction in the par value of Common Stock from \$1.00 per share to \$0.01 per share. The stated capital of the Corporation, after effecting the above amendment, is reduced from \$1,189.00 to \$11.89.

ARTICLE VII

Each share of Common Stock, \$1.00 par value per share, issued and outstanding at the time of the adoption of the amendments will be exchanged for and automatically converted into one share of Common Stock, \$0.01 par value per share, after effecting such amendments.

ARTICLE VIII

The Original Articles are hereby superseded by the following Restated Articles, which accurately copy the entire text thereof as amended as set forth above:

**RESTATED ARTICLES OF INCORPORATION
OF
PUBLIC STRATEGIES, INC.**

ARTICLE ONE

The name of the Corporation is Public Strategies, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be organized under the laws of the State of Texas.

ARTICLE FOUR

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is Ten Million (10,000,000), par value \$0.01 per share, designated Common Stock. Each share of such Common Stock shall have identical rights and privileges in every respect.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00).

ARTICLE SIX

No shareholder or other person shall have any preemptive right whatsoever. Cumulative voting shall not be permitted.

ARTICLE SEVEN

The street address of the registered office of the Corporation is 98 San Jacinto Blvd., Suite 900, Austin, Texas 78701, and the name of its registered agent at such address is Jack L. Martin.

ARTICLE EIGHT

The number of directors constituting the current Board of Directors is three, and the name and address of each person who is to serve as a director until the next annual meeting of the shareholders or until his successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
Jack L. Martin	98 San Jacinto Blvd., Suite 900 Austin, Texas 78701
Matthew J. Dowd	98 San Jacinto Blvd., Suite 900 Austin, Texas 78701
James S. Taylor	98 San Jacinto Blvd., Suite 900 Austin, Texas 78701

ARTICLE NINE

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(2) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(3) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision or to subject any director or officer to any liability that he would not be subject to in the absence of this provision.

ARTICLE TEN

To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article Ten does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (1) a breach of the director's duty of loyalty to the Corporation or its shareholders;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or amendment of this Article Ten by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article Ten, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Texas Miscellaneous Corporation Laws Act or the Texas Business Corporation Act.

ARTICLE ELEVEN

Any action required by the Texas Business Corporation Act to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE TWELVE

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or

domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Business Corporation Act, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Article Twelve is in effect. Any repeal or amendment of this Article Twelve shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment of this Article Twelve. Such right shall include the right to be paid or reimbursed by the Corporation for expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Business Corporation Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Texas Business Corporation Act, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, special legal counsel, or shareholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, special legal counsel, or shareholders) that such indemnification or advancement is not permissible, shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of shareholders or directors, agreement, or otherwise.

The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this Article Twelve shall extend to proceedings involving the negligence of such person.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitratative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

ARTICLE THIRTEEN

Any action of the Corporation which, under the provisions of the Texas Business Corporation Act or any other applicable law, is required to be authorized or approved by the holders of any specified fraction which is in excess of one-half or any specified percentage which is in excess of 50% of the outstanding shares (or of any class or series thereof) of the Corporation shall, notwithstanding any law, be deemed effectively and properly authorized or approved if authorized or approved by the vote of the holders of more than 50% of the outstanding shares entitled to vote thereon (or, if the holders of any class or series of the Corporation's shares shall be entitled by the Texas Business Corporation Act or any other applicable law to vote thereon separately as a class, by the vote of the holders of more than 50% of the outstanding shares of each such class or series). Without limiting the generality of the foregoing, the foregoing provisions of this Article Thirteen shall be applicable to any required shareholder authorization or approval of: (a) any amendment to these Restated Articles; (b) any plan of merger, share exchange, or reorganization involving the Corporation; (c) any sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Corporation; and (d) any voluntary dissolution of the Corporation.

Directors of the Corporation shall be elected by a plurality of the votes cast by the holders of shares entitled to vote in the election of directors of the Corporation at a meeting of shareholders at which a quorum is present.

Except as otherwise provided in this Article Thirteen or as otherwise required by the Texas Business Corporation Act or other applicable law, with respect to any matter, the affirmative vote of the holders of a majority of the Corporation's shares entitled to vote on that matter and represented in person or by proxy at a meeting of shareholders at which a quorum is present shall be the act of the shareholders.

Nothing contained in this Article Thirteen is intended to require shareholder authorization or approval of any action of the Corporation whatsoever unless such approval is specifically required by the other provisions of these Restated Articles, the bylaws of the Corporation, or by the Texas Business Corporation Act or other applicable law.

EXECUTED this 3 day of March, 1998.

PUBLIC STRATEGIES, INC.

By: 

Jack L. Martin, President